FORM D

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Washington, DC 103

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR

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OMB APPR	
OMB Number:	3235-0076
Expires:	_, 200_
Estimated averag	ge burden
hours per respon	se 16.00

Serial

SEC USE ONLY

DATE RECEIVED

UNIFORM LIMITED OFFERING EXEM	PITON
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Gulf South Energy Partners 2008 LP	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	08063955
Gulf South Energy Partners 2008 LP	0800000
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
305 Baronne Street, Suite 700, New Orleans, Louisiana 70112	(504) 566-9802
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
(same as above)	
Brief Description of Business	PROCESSED
drilling and developing oil and gas wells	NOV 1 2 2008
	/ NUV 1 2 2008
Type of Business Organization	. THOMASON PRIME
corporation I limited partnership, already formed other (p	olease specTHOMSON REUTERS
business trust limited partnership, to be formed	= 1-3.1.0
Month Year	
	nated
furisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	: DE
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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

denying such status.	
<u> </u>	Care to a supplied of the same
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or	
 Each executive officer and director of corporate issuers and of corporate general and managing parter 	ners of partnership issuers; and
 Each general and managing partner of partnership issuers. 	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Dire	ector General and/or
Gulf South Holding, Inc., Managing General Partner	Managing Partner
Full Name (Last name first, if individual) 305 Baronne Street, Suite 700, New Orleans, Louisiana 70112	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Dire	ctor General and/or Managing Partner
Mettz, David M.	
Full Name (Last name first, if individual)	
305 Baronne Street, Suite 700, New Orleans, Louisiana 70112	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Directly Direc	ctor General and/or Managing Partner
Full Name (Last name first, if individual)	
305 Baronne Street, Suite 700, New Orleans, Louisiana 70112	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Dire	ctor General and/or Managing Partner
Full Name (Last name first, if individual)	
305 Baronne Street, Suite 700, New Orleans, Louisiana 70112	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Dire O'Donnell, Terrence	ctor General and/or Managing Partner
Full Name (Last name first, if individual) 305 Baronne Street, Suite 700, New Orleans, Louisiana 70112	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Dire	ctor General and/or Managing Partner
Seligman, Arthur	
Full Name (Last name first, if individual)	
305 Baronne Street, Suite 700, New Orleans, Louisiana 70112 Business or Residence Address (Number and Street, City, State, Zip Code)	
Business of Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Dire	→
Pinney, Reese B.	Managing Partner
Full Name (Last name first, if individual) 305 Baronne Street, Suite 700, New Orleans, Louisiana 70112	
Business or Residence Address (Number and Street, City, State, Zip Code)	

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2. 1	Enter th	e inform	ation re	quest	ed for the f	ollowin	g:	·					
•	• Ea	ch promo	oter of t	he iss	uer, if the i	ssuer h	as been organized	within (he past five years;				
•	• Ea	ch benefi	cial ow	ner ha	ving the po	wer to	vote or dispose, or d	lirect th	e vote or disposition	of, 10	% or more o	f a clas	ss of equity securities of the issuer.
•	• Ea	ch execu	tive off	icer a	nd director	of corp	orate issuers and o	f corpo	rate general and mar	naging	partners of	partne	ership issuers; and
,	• Ea	ch genera	al and n	nanag	ing partner	of part	nership issuers.						
	k Box(e:	s) that A	pply:	Ø	Promoter		Beneficial Owner		Executive Officer	Z	Director		General and/or Managing Partner
Full N	Name (L	ast name			-	leans,	Louisiana 70112	2					
Busin	ess or F	Residence	Addre	ss (Number an	d Stree	t, City, State, Zip C	Code)					
Checl	k Box(e	s) that A	pply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
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Full	Name (Last name	first, if ind	ividual)									
			Address (N Suite 200,				Cip Code)		· · · · · ·			· · · ·	
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Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?
2. What is the minimum investment that will be accepted from any individual? Yes No No Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3949 Old Post Road, Charleston, RI 02813 Name of Associated Broker or Dealer Gramercy Securities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
3. Does the offering permit joint ownership of a single unit?
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Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3949 Old Post Road, Charleston, RI 02813 Name of Associated Broker or Dealer Gramercy Securities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
Business or Residence Address (Number and Street, City, State, Zip Code) 3949 Old Post Road, Charleston, RI 02813 Name of Associated Broker or Dealer Gramercy Securities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
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Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
4100 Newport Place, Suite 630, Newport Beach, CA 92660
Name of Associated Broker or Dealer
Grant Bettingen, Inc.
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Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code) 3025 South Parker Road, Suite 801, Aurora, CO 80014
Name of Associated Broker or Dealer
Harrison Douglas, Inc.
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Yes 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)	No ⊠ 1000 No
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Full Name (Last name first if individual)	
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Business or Residence Address (Number and Street, City, State, Zip Code) 10542 S. Jordan Gateway, Suite 300, South Jordan, UT 84095	
Name of Associated Broker or Dealer	
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Business or Residence Address (Number and Street, City, State, Zip Code)	
3603 N. Hastings Way, Suite 100, Eau Claire, WI 54703	
Name of Associated Broker or Dealer	
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Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	_									.1		<u> </u>		
2. What is the minimum investment that will be accepted from any individual?	l.	Has the	issuer sole	d, or does th										K.
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of sociarities in the offering. If a person to be listed is an associated person or general of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3070 Bristol Street, Suite 500, Costa Mesa, CA 92626 Name of Associated Broker or Dealer Private Asset Group, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	_			•					_				e 5.00	10
Does the offering permit joint ownership of a single unit?	2.	What is	the minim	ium investr	nent that w	fill be acce	pted from a	any individ	luai?			•••••		
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3070 Bristol Street, Suite 500, Costa Mesa, CA 92626 Name of Associated Broker or Dealer Private Asset Group, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3.	Does th	e offering	permit join	t ownershi	pofasing	le unit?		••••••		• • • • • • • • • • • • • • • • • • • •			_
If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 3070 Bristol Street, Suite 500, Costa Mesa, CA 92626 Name of Associated Broker or Dealer Private Asset Group, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	4.													
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(Check "All States" or check individual States) All States Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) One Valmont Plaza, 4th Floor, Omaha, NE 68154 Name of Associated Broker or Dealer QA3 Financial Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States All States All States All States Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) All States			• •		- 0 - 1! - : 4 - 4		to Colinia	Dusahasasa						-
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2.	What is	the minim	um investo			pted from		_				s 5,00	00
4.	Wildt 13	the minn	idili ilivestii	icit tilat v	in oc acce	pica irom i	any marvio	Juui		***************************************	••••••••	Yes	No
3.	Does th	e offering	permit join	t ownershi	p of a sing	de unit?							
4.						vho has bee							
	commis If a pers	sion or sim on to be lis	ilar remune ited is an as:	ration for s sociated pe	rson or age	of purchase ent of a brok	ers in conn cer or dealc	ection with r registere	d with the S	curities in t SEC and/or	me offering with a stat	g. Ic	
	or states	s, list the na	ame of the b	roker or de	ealer. If me	ore than five	e (5) perso	ns to be list	ted are asso	ciated pers	sons of suc	h	
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	6020 Cornerstone Court W, Suite 240, San Diego, CA 92121												
	Name of Associated Broker or Dealer WFP Securities Corporation												
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
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C. OFFERING PRICE. NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEE	C. OFFERING PRICE	: NUMBER OF INVEST	ORS, EXPENSES AN	ID USE OF PROCEED!
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1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check					
	this box and indicate in the columns below the amounts of the securities offered for exchange and					
	already exchanged.	Aggregate		Amo	unt Already	
	Type of Security	Offering Pri	ce		Sold	
	Debt	<u>, </u>		s_0_		
	Equity	<u> 0</u>		\$ <u>0</u>		
	☐ Common ☐ Preferred			^		
	Convertible Securities (including warrants)	<u>s_0</u>		s		
	Partnership Interests	<u>\$ 15,000,00</u>	0	s _0		
	Other (Specify)					
	Total	\$_15,000,00	00	\$ 0		
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					
		Number Investors		Doll	aggregate ar Amount Purchases	
	Accredited Investors	0		<u>\$_0</u>		
	Non-accredited Investors	0		<u>s_0</u>		
	Total (for filings under Rule 504 only)			\$		
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.					
	Type of Offering	Type of Security			lar Amount Sold	
	Rule 505	-		•	50.0	
	Regulation A			s	· 	
	Rule 504			<u> </u>		
	Total		_	* <u> </u>		
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees		П	S	0	
	Printing and Engraving Costs			s		(1
	Legal Fees			\$	60,000	(1
	Accounting Fees			s	0	•
	Engineering Fees			\$	0	
	Sales Commissions (specify finders' fees separately)			s	1,650,000	
	Other Expenses (identify) telephone, postage, travel and other miscellaneous expenses		[7]	\$	40,000	(1
	Total		Z	S	1,750,000	•
	1		8 4)	Ť		•

These expenses are included in a 3% organization expense allowance to the Managing General Partner.
 Any excess over the \$450,000 organization expense allowance (which does not include sales commissions) will be paid by the Managing General Partner and not from offering proceeds.

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	b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C—proceeds to the issuer."Sec.footnote.(2).to.response	- Question 4.a. This difference is the "adju	sted gross	\$				
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for a check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Par	ny purpose is not known, furnish an esti of the payments listed must equal the adjus	imate and					
			Payments to Officers, Directors, & Affiliates	Payments to Others				
	Salaries and fees		\$ 3,312,500					
	Purchase of real estate		s <u>0</u>	\$ <u></u> 0				
	Purchase, rental or leasing and installation of ma and equipment	chinery	7 \$ 693,315					
	Construction or leasing of plant buildings and fac			s_0				
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger)		\$ <u></u> 0					
	Repayment of indebtedness		s					
	Working capital	<u> </u>	s					
	Other (specify): intangible drilling costs		\$ 9,244,185					
			 	. [] \$				
	Column Totals	F\$13,250,000						
	Total Payments Listed (column totals added)			3,250,000				
Г		D. FEDERAL SIGNATURE						
sig	issuer has duly caused this notice to be signed by the lature constitutes an undertaking by the issuer to fu information furnished by the issuer to any non-acc	rnish to the U.S. Securities and Exchange	e Commission, upon writte					
Issu	er (Print or Type)	Signature	Date					
Gul	South Energy Partners 2008 LP	PRAMA	10/23	, 2008				
Naı	ne of Signer (Print or Type)	Title of Signer (Print or Type)		· · · · · · · · · · · · · · · · · · ·				
Dav	id M. Mettz	President & Chief Executive Officer-Gu	If South Holding, Inc., Man	aging General Partne				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

END

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)